

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Jacqueline Marcus  
Robert J. Lemons

Attorneys for Lehman Brothers Holdings Inc.  
and Certain of Its Affiliates

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	: <b>Chapter 11 Case No.</b>
	:
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	: <b>08-13555 (JMP)</b>
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
-----X	

**NOTICE OF PRESENTMENT OF ORDER AUTHORIZING DEBTORS  
TO ASSUME CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

**PLEASE TAKE NOTICE** that the undersigned will present the annexed proposed order (the “Order”) to the Honorable James M. Peck, United States Bankruptcy Judge, for signature on **June 8, 2012 at 12:00 noon (Prevailing Eastern Time)**. The Order authorizes the Debtors to assume certain executory contracts and unexpired leases.

**PLEASE TAKE FURTHER NOTICE** that unless a written objection to the proposed Order, with proof of service, is served and filed with the Clerk of the Court and a courtesy copy is delivered to the Bankruptcy Judge’s chambers and the undersigned so as to be received by **June 7, 2012 at 11:00 a.m. (Prevailing Eastern Time)**, there will not be a hearing and the Order may be signed.

**PLEASE TAKE FURTHER NOTICE** that if a written objection is timely served and filed, a hearing (the “Hearing”) will be held to consider the Order on **June 26, 2012 at 10:00 a.m. (Prevailing Eastern Time)** before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004.

**PLEASE TAKE FURTHER NOTICE** that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: May 31, 2012  
New York, New York

/s/ Jacqueline Marcus

Jacqueline Marcus  
Robert J. Lemons

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	:
<b>Debtors.</b>	:
	:
-----X	

**Chapter 11 Case No.  
08-13555 (JMP)  
(Jointly Administered)**

**ORDER AUTHORIZING DEBTORS TO ASSUME  
CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

WHEREAS on October 25, 2011, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a Plan Supplement [ECF No. 21254], as amended from time to time (the “Plan Supplement”),<sup>1</sup> containing documents and schedules in connection with the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”), dated December 5, 2011 [ECF No. 22973] that was confirmed by order of the Court on December 6, 2011 [ECF No. 23023] (the “Confirmation Order”);<sup>2</sup>

WHEREAS the Plan became effective on March 6, 2012;

<sup>1</sup> A list of the amendments to the Plan Supplement and other notices and orders pertaining thereto is annexed hereto as Exhibit A.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan and the Confirmation Order.

WHEREAS pursuant to the Confirmation Order, the Court approved the assumption, pursuant to sections 365(a) and 1123(b)(2) of the Bankruptcy Code, of each executory contract and unexpired lease designated in the Plan Supplement, other than any executory contracts and unexpired leases set forth on Schedules 1 and 2 of the Confirmation Order, or that were the subject of the objections listed on Schedules 1 and 2 of the Confirmation Order;

WHEREAS the executory contracts and unexpired leases listed on Exhibit B hereto (the “Wells Fargo Contracts”) were included on Schedule 2 of the Confirmation Order and designated as Deferred Contracts because the Debtors and the counterparties to the Wells Fargo Contracts (the “Wells Fargo Counterparties”) agreed to defer all disputes in connection with the Debtors’ motion to assume the Wells Fargo Contracts;

WHEREAS the Debtors and the Wells Fargo Counterparties have resolved all issues related to assumption of the Wells Fargo Contracts, and, therefore, the Debtors seek this Court’s approval to assume the Wells Fargo Contracts in accordance with the Confirmation Order and the Plan;

**IT IS HEREBY:**

ORDERED that pursuant to sections 365(a) and 1123(b)(2) of the Bankruptcy Code, the assumption of the Wells Fargo Contracts by the Debtors is hereby approved; and it is further

ORDERED that the filing and service of the Plan and the Plan Supplement, the service of notices of the cure amounts, the publication of the Confirmation Order, and the service of a notice of presentment with respect to this Order provides adequate notice of the assumption of the Wells Fargo Contracts; and it is further

ORDERED that, except as may otherwise be agreed to by the parties to a particular Wells Fargo Contract, within thirty (30) days after this Order, the applicable Debtor shall cure any and all payment defaults under its respective Wells Fargo Contract in accordance with section 365(b) of the Bankruptcy Code, by payment of the amount specified by the applicable Debtor in the Cure Notice sent by the Debtor with respect to such Wells Fargo Contract; and it is further

ORDERED that the Wells Fargo Counterparties have been provided with adequate assurance of future performance pursuant to section 365(f) of the Bankruptcy Code; and it is further

ORDERED that the assumption of a Wells Fargo Contract shall not enhance any contractual rights of a counterparty that were otherwise unenforceable under the Bankruptcy Code immediately prior to the assumption of such contract; *provided, however*, that the rights of all counterparties to assert that a contractual right was enforceable under the Bankruptcy Code immediately prior to assumption or rejection and the Debtors' rights to dispute any such assertions are fully preserved; and it is further

ORDERED that with respect to the Wells Fargo Contracts, any defaults on the part of the Debtors that may arise because of a condition specified in section 365(b)(2) of the Bankruptcy Code ("Ipsa Facto Defaults") are not subject to the requirements under section 365(b)(1) of the Bankruptcy Code and no party shall be permitted to declare a default, terminate, cease payment, delivery or any other performance under any executory contract or unexpired lease, or any agreement relating thereto, or otherwise modify any such executory contract or unexpired lease, assert any Claim or right to termination payment, or impose any penalty or otherwise take action against a Debtor as a result of an Ipsa Facto Default; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all  
matters arising from or related to this Order.

Dated: June \_\_\_, 2012  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**AMENDMENTS TO THE PLAN SUPPLEMENT AND OTHER NOTICES AND  
ORDERS PERTAINING THERETO**

1. Amendment No. 1 to the Plan Supplement, filed on November 4, 2011 [ECF No. 21665].
2. Amendment No. 2 to the Plan Supplement, filed on November 15, 2011 [ECF No. 22156].
3. Amendment No. 3 to the Plan Supplement, filed on November 22, 2011 [ECF No. 22590].
4. Amendment No. 4 to the Plan Supplement, filed on November 29, 2011 [ECF No. 22742].
5. Amendment No. 5 to the Plan Supplement, filed on December 2, 2011 [ECF No. 22876].
6. Amendments No. 6 and No. 7 to the Plan Supplement, filed on December 5, 2011 [ECF Nos. 22975 and 22980].
7. Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on January 31, 2012 [ECF No. 24823].
8. Notice of (i) Withdrawal of Debtors' Application to Assume Certain Executory Contracts, (ii) Indefinite Adjournment of Debtors' Application to Assume Certain Executory Contracts, (iii) Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, and (iv) Status Conference on Debtors' Proposed Assumption of Executory Contracts, filed on February 9, 2012 [ECF No. 25201].
9. Third Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on February 13, 2012 [ECF No. 25266].
10. Order Authorizing Debtors to Assume Certain Executory Contracts and Unexpired Leases, entered by the Court on March 19, 2012 [ECF No. 27016].
11. Fourth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on April 3, 2012 [ECF No. 27262].
12. Fifth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on May 31, 2012 [ECF No. 28313].

**EXHIBIT B**

**WELLS FARGO CONTRACTS**

**THE FOLLOWING CONTRACTS LISTED IN THE PLAN SUPPLEMENT ON EXHIBIT 2, PART D – RESIDENTIAL  
REAL ESTATE AGREEMENTS – ARE WELLS FARGO CONTRACTS:**

<b>Investor Codes</b>	<b>Debtor(s)</b>	<b>Counterparty(ies)</b>	<b>Title of Agreement</b>	<b>Description</b>	<b>Notice Address(es)</b>
B69, B78	Lehman Capital, a division of Lehman Brothers Holdings Inc.	Wells Fargo Bank, N.A., as successor to Norwest Mortgage Inc.	<p>Lehman Brothers Bank, FSB (Purchaser) and Norwest Mortgage Inc. (Company) Seller's Warranties and Servicing Agreement, Dated as of March 1, 2000</p> <p>as supplemented by the following related agreements:</p> <p>Side Letter between Lehman Capital, a division of Lehman Brothers Holdings Inc., Lehman Brothers Bank, FSB, and Wells Fargo Bank, N.A., Dated as of August 23, 2005</p> <p>Acknowledgement Agreement between Lehman Capital, a division of Lehman Brothers Holdings Inc., and Wells Fargo Bank, N.A., Dated as of August 25, 2005</p> <p>Acknowledgement Agreement between Lehman Capital, a division of Lehman Brothers Holdings Inc., and Wells Fargo Bank, N.A., Dated as of July 23, 2004</p>	Residential Loan Servicing Agreement	<p>Wells Fargo Bank, N.A. 1 Home Campus, MAC X2301-04R Des Moines, IA 50328-0001 Attention: John B. Brown</p> <p>Wells Fargo Bank, N.A. 1 Home Campus X2401-06T Des Moines, IA 50328-0001 Attention: Managing Counsel – Loan Servicing</p>

Investor Codes	Debtor(s)	Counterparty(ies)	Title of Agreement	Description	Notice Address(es)
B97	Lehman Capital, a division of Lehman Brothers Holdings Inc.	Wells Fargo Bank, N.A., as successor to Wells Fargo Home Mortgage, Inc.	Lehman Brothers Bank, FSB (Purchaser) and Wells Fargo Home Mortgage, Inc. (Company) Seller's Warranties and Servicing Agreement, Dated as of December 1, 2000  as supplemented by the following related agreements:  Side Letter between Lehman Capital, A Division of Lehman Brothers Holdings Inc., Lehman Brothers Bank, FSB and Wells Fargo Bank, N.A., Dated as of July 15, 2005  Acknowledgement Agreement between Lehman Capital, A Division of Lehman Brothers Holdings Inc. (Owner), and Wells Fargo Bank, N.A. (successor by merger to Wells Fargo Home Mortgage, Inc.) (Servicer), Dated as of July 25, 2005	Residential Loan Servicing Agreement	Wells Fargo Bank, N.A. 1 Home Campus, MAC X2301-04R Des Moines, IA 50328-0001 Attention: John B. Brown  Wells Fargo Bank, N.A. 1 Home Campus X2401-06T Des Moines, IA 50328-0001 Attention: Managing Counsel – Loan Servicing
Not Applicable	Lehman Capital, a division of Lehman Brothers Holdings Inc.	Wells Fargo Bank, N.A. Corporate Trust Services, as successor to Norwest Bank Minnesota, N.A.	Lehman Capital, a division of Lehman Brothers Holdings Inc. (Owner), Lehman Capital, a division of Lehman Brothers Holdings Inc., (Initial Servicer) and Norwest Bank Minnesota, N.A. (Custodian) Custody Agreement, Dated as of March 1, 1996	Residential Loan Custodial Agreement	Mary Sohlberg DEFAULT & RESTRUCTR ACCT MGR MAC N9311-161 625 Marquette Ave, 16th Floor Minneapolis, MN 55402-2308

Investor Codes	Debtor(s)	Counterparty(ies)	Title of Agreement	Description	Notice Address(es)
k91_k99	Lehman Capital, a division of Lehman Brothers Holdings Inc.	Wells Fargo Bank, N.A., as successor to Wells Fargo Home Mortgage, Inc.	Wells Fargo Home Mortgage, Inc. (Servicer) and Lehman Capital, a division of Lehman Brothers Holdings Inc. (Owner), Flow Sub-Servicing Agreement, Dated October 1, 2003	Residential Loan Servicing Agreement	Wells Fargo Bank, N.A. 1 Home Campus, MAC X2301-04R Des Moines, IA 50328-0001 Attention: John B. Brown  Wells Fargo Bank, N.A. 1 Home Campus X2401-06T Des Moines, IA 50328-0001 Attention: Managing Counsel – Loan Servicing